

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
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*ALSO ADMITTED IN NEW YORK
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September 27, 1990

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

16815-A
RECORDATION NO. 16815-1
SEP 27 1990 - 1 12 PM

Dear Mr. Strickland:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three copies each of an Interim Lease Agreement Termination (Final), a secondary document.

The enclosed document relates to an Interim Lease Agreement dated February 1, 1990 between Burlington Northern Railroad Company and General Motors Corporation (Electro-Motive Division), which is filed under Recordation Number 16815.

The name and address of the parties executing the enclosed document are:

Electro Motive Division
General Motors Corporation
La Grange, Illinois 60525

Also enclosed is a check in the amount of \$15 payable to the order to the Interstate Commerce Commission covering the required recordation fee.

Kindly return two copies of the enclosed document to the undersigned.

A brief description of the enclosed document to appear in the Commission's Index is:

"Full and Complete Termination."

Very truly yours,

Charles T. Kappler
Charles T. Kappler

CTK/bg
Enclosures

SEP 27 1 07 PM '90
16815-1
RECORDATION UNIT

Counterparts - C.T. Kappler

16815-A

INTERIM LEASE AGREEMENT TERMINATION SEP 27 1990 - 1 12 PM
(FINAL)

INTERSTATE COMMERCE COMMISSION

This terminates the Interim Lease Agreement, dated February 1, 1990, between Burlington Northern Railroad Company ("Railroad") a Delaware corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation with respect to the following locomotives: 2900 through 2924 inclusive and 2935 through 2940 inclusive (hereinafter referred to as "Terminated Equipment").

WHEREAS, Railroad and EMD executed an Interim Lease Agreement, dated February 1, 1990, relating to the equipment described above ("Locomotives");

WHEREAS, the Interim Lease Agreement was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on March 28, 1990 at 10:40 a.m. Recordation No. 16815.

WHEREAS, the parties hereto desire to terminate and cancel the Interim Lease Agreement and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Interim Lease Agreement, effective September 27, 1990.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Interim Lease Agreement.
3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

BURLINGTON NORTHERN RAILROAD COMPANY

Attest: _____

By: _____

Title: _____

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest: [Signature]

By: [Signature]

John W. Jarrell
Title: Vice President & General Manager

KAM:dhv/T-BN16815

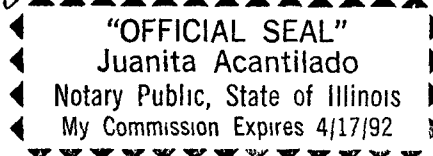
State of Illinois)
County of Cook) ss.

On this _____ day of _____, 1989, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a V.P. & General Manager of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Juanita Acantilado
Notary Public

My commission expires:

April 17, 1992



State of _____)
County of _____) ss.

On this _____ day of _____, 1989, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of _____, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

My commission expires:
